Board of Directors Meeting
Agenda-October 26, 2026
The Mikolajcik Center, 300 Napa Junction Rd., Room 5

CALL TO ORDER – 6:30 p.m.

1. Roll Call/Sign-in Sheet

ANNOUNCEMENTS/PRESENTATIONS

1. None scheduled

CONSENT CALENDAR *(items will not be discussed unless requested by a Board member)*

1. Approve Minutes of September 28, 2026 ***[p.2-3]***
2. Receive and File Financial Summary for September 2026 ***[p.4-6]***
3. Receive and File Membership Report for September 2026 ***[p.7]***
4. Ratify appointment of a Nominating Committee (Karen, Cherol, Mark) ***[p.8]***
5. Receive and File Status Report on current projects/events ***[p.9]***

SOCIAL MEDIA UPDATES

1. Newsletters, flyers, social media

RECENT EVENT UPDATES

1. Game Night (Third Thursday)
2. Pumpkin Path

UPCOMING EVENT STATUS/NEXT ACTIONS REQUIRED

1. November Third Thursday (Nov. 19, 6-8pm)
2. Parol Festival and Workshops (Nov. 5, Dec. 5, 6-7:30pm)
3. Student Art Contest/Reception (Boys & Girls Club, December 8, 4:30pm)
4. Student Art Trip/Fundraiser (December 12)
5. Support for La Posada (Raices, December 12)
6. Holiday Reception/Annual Meeting (December 17, 5:30 – 8:00pm)

OTHER BUSINESS/FUTURE AGENDA ITEMS

1. Approve Revisions to the Bylaws and submit them to the membership for approval ***[p.10-18]***
2. Establish Standing Committees
3. Approve the budget for the $12,000 state grant ***[p.19]***
4. Update on the Community Mural Project
5. Update on the Courtyard Project
6. “Mining the Membership” status
7. Art Show Pop Ups at local vacant storefronts
8. Board/Member Comments

ADJOURN

American Canyon Arts Foundation
Board of Directors Meeting Minutes – September 28, 2026

CALL TO ORDER: President Karen Brorby called the meeting to order at 5:37 p.m. A quorum was present.

1. ***Board Members Present***: Karen Brorby, President, Mark Joseph, Secretary/Treasurer, Cherol Ockrassa, Roberta Labaw, Joe McNaughton, Jonette McNaughton, Melissa Lamattina, Scot Myer, Directors [Scott left the meeting at 6:18pm]
   Board Members Absent: Clarence Mamaril, Vice-President
   Members/Guests Present: Oliver Graham, Yezuri Landa, Debbie Casper, members

ANNOUNCEMENTS

1. Presentation by Olympia Amman, The Olympia Collective. Olympia was hired to assist ACAF in governance and fund raising. She reviewed the results of the Board/key member survey. The good news was that most board members felt they had a "trusted, meaningful connection to at least one … board member," and that the board felt it was a safe place to express their views. On the other hand, many board members did not feel they were familiar with ACAF's bylaws and had not been "onboarded" very well. Olympia also emphasized that serving on the Board is *not* required to volunteer to help with events and programs. Regarding fundraising, she noted that to be able to hire even a part-time Executive Director and put on events, we need to raise at least$150-250,000 per year. Alternatively, we could pursue "volunteer-raising," and focus on building up our membership and getting a lot of volunteer support to put on events.

   Based on board feedback, there was a consensus that we need to do the following:

   - Do a better job orienting new board members
   - Review/revise our Bylaws and Board Policies
   - Develop a Director's Handbook, which will also assist with new member orientation
   - Build up our membership and "mine our membership" to find individuals who want to help. This will also help identify future leaders for the organization.
   - Still pursue fundraising efforts, with the expectation that we will eventually generate the dollar amounts identified by Olympia.

CONSENT CALENDAR ***On motion by Melissa, seconded by Cherol, the consent calendar was approved.***

1. Approve Meeting Minutes for August 24, 2026
2. Approve Financial Summary for August 2026
3. Receive and File Membership Report for August 2026

SOCIAL MEDIA UPDATES

1. Yezuri gave a brief report.

RECENT EVENT UPDATES

1. Open Mic/Third Thursday: There was good engagement, roughly 10-15 members. One suggestion was to add an RSVP to help assess how much food to have available, or to help with promoting the events. These participants would also be a good source for membership.

UPCOMING EVENT STATUS/NEXT ACTIONS REQUIRED

1. Pumpkin Path: We'll meet at Walmart on Friday to pick up the pumpkins; Room 3 on Saturday at 8:30am to load tents and chairs, and then to Wetlands for set up by 9am. We're hoping for several Key Club members to help.
2. Third Thursday Game Night: David and Cherol seem to have things under control
3. Soroptimists Harvest Festival: Debra will provide an art activity from 1 to 2; Oliver's jazz band will entertain from 2-3pm. Soroptimists will supply the appetizers.
4. Parol Workshop for Third Thursday: Luchi will handle the workshop; we need to promote it. We will also be at the Manila Munchies event, October 10, to promote the Parol Festival.

OTHER BUSINESS/FUTURE AGENDA ITEMS

1. Community Mural: We met with the City's Public Art Committee; we will need to present to the full Council in October. We expect to get approval, and we are working on a Press Release/Flyer to help solicit sponsorships.
2. Courtyard Project: ACAF needs to prepare a written proposal for the City outlining how the project will work. The City's concern centers around security at the Center beyond just the "courtyard" area.
3. See's Candy Sales: The Board agreed that it would be better to collect orders and then have the candy ready for our Holiday Reception (December 17). This means we wouldn't need to sell at the Chamber's Marketplace or other events.
4. Board/Member Comments- none.

ON THE HORIZON…

There was general discussion about the upcoming events. Karen announced that RD Winery agreed to host both the ACHS Art & Music Fest on April 3, 2027, and the Extravaganza in late August. We also talked about a distribution list for flyers, including the following:

- Boys & Girls Club
- ACHS and ACMS
- Starbucks
- Dunkin' Donuts
- Cold Stone,
- Rooms 5 & 6,
- Library,
- Adult Center,
- UPS Store.

The meeting adjourned at 8:21 p.m.

Minutes submitted by
Mark Joseph, ACAF Secretary/Treasurer

Financial Summary – September 2026
American Canyon Arts Foundation

Summary

The table below offers a quick summary of ACAF's financial condition for the current year to date and compares it with the prior year.

Category	9/30/2026	9/30/2025	Dol. Chg.	Pct. Chg.
Ending Bank Balance	$34,896	$34,858	$38	0.1%
Plus Outstanding Deposits	$0	$0	$0	N/A
Less Outstanding Checks	($1,245)	($1,676)	$431	-25.7%
Less Reserved Cash*	($10,000)	($10,000)	$0	0.0%
Net Available Cash	***$23,651***	***$23,182***	***$469***	***2.0%***
Year-to-Date Revenues	$25,902	$39,349	($13,447)	-34.2%
Year-to-Date Expenses	($23,992)	($35,593)	$11,600	-32.6%
Net Income	***$1,910***	***$3,756***	***($1,846)***	***-49.2%***

** This is our "Rainy Day Reserve" for emergencies.*

Highlights

- Cash Position: The Foundation's net available cash position is basically the same as last year—an increase of $469, or 2%. During September we finalized the paperwork to receive our $12,000 State Grant, but we do not expect to receive payment until November (there is a 4-8 week delay at the State level).
- Net Income: Net income continues to trail last year, growing slightly each month. We are still in positive territory, so there is no cause for alarm. We do need to identify an annual fundraiser for the Foundation's general operations, in contrast to grants for specific programs or events. Hopefully, we will develop this through our contract with Olympia Ammon.
- Forecast: Financially, we tend to be in a holding pattern. Our cash position is stable, and our net income is modest. If we maintain this level and still provide services and events, this is a sustainable approach. However, if we want to expand our reach, we will need to step up our fiscal capacity, and our membership "bandwidth".
- The detailed transactions report is attached.

American Canyon Arts Foundation

Statement of Activity Detail - Last Month

September 2026

	Transaction date	Transaction type	Num	Name	Class full name	Description	Amount
Ordinary Income/Expenses							
Income							
41-Contributions							
4150 Donations and Sponsorships							
	09/01/2026	Deposit		Paige Whitney-White	General Operations	Donated in lieu of membership	50.00
Total for 4150 Donations and Sponsorships							**$50.00**
4180 Memberships							
	09/14/2026	Deposit		Robert Abrahams	General Operations	NEW Student Member (his daughter)	10.00
Total for 4180 Memberships							**$10.00**
Total for 41-Contributions with sub-accounts							**$60.00**
Total Income							**$60.00**
	Cost of Goods Sold						
Gross Profit							**$60.00**
Expenses							
56-Program Costs							
5610 Advertising & Promotions							
	09/23/2026	Check	2538	Custom T-Shirts & Signs	Pumpkin Path	New Banner for Pumpkin Path event 2026	113.14
Total for 5610 Advertising & Promotions							**$113.14**
5630 Performer's Fees & Charges							
	09/09/2026	Check	2534	Landa, Yezuri	Third Thursdays	Reimbursement: Yez paid the musicians for Mosaic Dedication	150.00
	09/09/2026	Check	2535	Ballet Folklorico Nekzayolia	Latin Programs	Dancers for Hispanic Heritage Month celebration at Sept. Meet Me in the Street	200.00
	09/23/2026	Check	2537	Oaxaca Tierra Del Sol	Latin Programs	Dancers at Sept. Meet Me in the Street/Hispanic Heritage Month	200.00
Total for 5630 Performer's Fees & Charges							**$550.00**
5632 Professional Support							
	09/09/2026	Check	2534	Landa, Yezuri	Third Thursdays	Support for Third Thursday/Mosaic Dedication	50.00
Total for 5632 Professional Support							**$50.00**
Total for 56-Program Costs with sub-accounts							**$713.14**

American Canyon Arts Foundation

Statement of Activity Detail - Last Month

September 2026

	Transaction date	Transaction type	Num	Name	Class full name	Description	Amount
57-Admin Exp.							
5710 Bank Fees & Charges							
	09/01/2026	Deposit		Paige Whitney-White	General Operations	Paypal fees	1.49
	09/14/2026	Deposit		Robert Abrahams	General Operations	Paypal fees	0.69
Total for 5710 Bank Fees & Charges							**$2.18**
Total for 57-Admin Exp. with sub-accounts							**$2.18**
Total Expenses							**$715.32**
Net Ordinary Income							**-$655.32**
Other Income/Expense							
	Other Income						
	Other Expense						
Net Other Income							**$0.00**
Net Income							**-$655.32**

Membership Report – September 2026
American Canyon Arts Foundation

Summary

The table below offers a summary of ACAF's membership totals for the current year to date and compares it with the prior year, broken down by type of membership.

Membership Type	Jan-Sept 2026	Jan-Sept 2025	Number Change
Individual	17	17	0
Family*	11	6	5
Student	1	12	-11
Other (Lifetime, Band, Volunteer)	4	6	-2
Totals	**33**	**41**	**-8**

** - Family counts as one, even if there are two or more actual members.*

Highlights

- New Member Listings: We received two new members in September: one student and one "Active Volunteer." It should be noted the active volunteer also donated $50 towards our Third Thursday program. At this point, we are slightly ahead of last year in terms of Family and Individual memberships (28 in 2026; 23 in 2025). The large number of student memberships in 2025 reflected the complementary memberships from our student art contests—none of those students have renewed.

- Renewal Notices: We did not get any responses from our membership renewal form. Members that have not renewed will be removed from our membership list but will continue to receive our monthly newsletter and other announcements.

Board of Directors Agenda Report

Agenda Item: Consent #4 – Ratify Nominating Committee

Meeting Date: October 26, 2026

Submitted by: Mark Joseph, Secretary/Treasurer

The current Bylaws require a Nominating Committee to be established in October to recommend Board Directors for the upcoming year. To expedite the process, ACAF President Karen Brorby appointed herself, Mark Joseph, Secretary/Treasurer, and Cherol Ockrassa, Board member, to serve as that Nominating Committee.

The Board is being asked to ratify those appointments. The Committee will prepare a letter to be sent to all current ACAF members, asking if any would like to be considered for appointment. We will also contact current Board members to confirm if any or all want to stay on the Board, particularly in light of the fact that Board membership is *not* required to assist in Foundation activities and events, as well as the fact that we will be implementing the two-term limit spelled out in the Bylaws.

The deadline of Friday, November 13 is recommended for any member applications. This will give the Nominating Committee time to review the applications and contact members, as needed. We will also need to develop a cover letter and application form.

The Committee expects to make recommendations at the November 23 Board meeting. If ratified by the full Board in November, the slate of Directors will be voted on by the membership at the Annual Membership Meeting on Thursday, December 17, 2026.

REQUESTED ACTION: By motion, ratify the Nominating Committee, consisting of Karen, Mark and Cherol.

Attachments: None

Board of Directors Agenda Report

Agenda Item: Consent #5 – Status Report on Current Projects/Events

Meeting Date: October 26, 2026

Submitted by: Mark Joseph, Secretary/Treasurer

To expedite the Board meeting, below is a quick summary of some of our ongoing projects.

1. Fall Student Art Contest: A separate webpage has been set up for the Art Show (https://amcanart.org/programs/student-art-contest-2/). In addition, flyers were dropped off at Camille Creek School, and an email will go out to any student artists in our database. Currently, we have 4 entries (2 photography; 2 other). Supervisor Ramos gave us $1500 for this event; $1000 will go towards cash scholarships; the balance can be used for appetizers for the reception and/or administering the contest. We will discuss the reception details during our board meeting.

2. ACHS Art and Music Fest: As noted earlier, the date of April 3, 2027 has been set and RD Winery has agreed to host the show. A webpage has been created for this event (https://amcanart.org/programs/achs-arts-music-fest/) and a flyer is being developed. We are increasing the cash awards, and we will begin soliciting sponsorships from Recology, Walmart, and others. The next planning session with Jamie Butler is Wednesday, October 28.

3. Juneteenth Celebration: The planning session for October 19 was rescheduled for November 9. This will focus on refining the budget. We will be building a webpage to support this event. There is approximately $15,000 in "fixed" costs, such as stage and sound systems, generator, security and porta-potties. If some of that can be reduced with "in-kind sponsorships" that will help. We may have up to $4500 in Napa County grant funds, and we requested $5000 in City "Community Grant" funds. Combined with sponsorships, that could cover those fixed costs. The variable cost would be talent—we are using $8000 as a minimum. We will still need to raise $10,000 or more in sponsorships, vendor fees, or VIP ticket sales.

REQUESTED ACTION: None; for Board information only.

Attachments: None

Board of Directors Agenda Report

Agenda Item: Other Business #1 – Revisions to the Bylaws

Meeting Date: October 26, 2026

Submitted by: Mark Joseph, Secretary/Treasurer

After our discussion with Olympia Amman, the Board agreed we need to review/revise our Bylaws. An ad hoc committee consisting of Karen, Mark, Cherol and Melissa was established to review the document, which has not been amended since 2019.

The ad hoc committee met (except for Melissa) and reviewed the Bylaws, section by section. A "redlined" version of the changes are attached to this report. Many of the changes were formatting or stylistic ("they" versus "he/she"). The main changes are listed below:

1. Clarifying the mission statement: We replaced "greater Bay Area" with "surrounding area;" and we deleted "economic" from the significance of the arts.
2. Clarifying Membership Status: We clarified that "participating in ACAF's activities and programs," while important, is not a prerequisite for membership. Also, restated the types of membership.
3. Confirming Term limits: We re-affirmed the two-term limit, or six years total. Rather than a random process to determine which terms are staggered, we simply acknowledged the Board will decide the terms. A board member may reapply after a one-year break in service. However, this will have a major impact on the Board, since almost half of us have served well over six years.
4. Standing Committees: Given the size of our board (currently at nine members), we felt a minimum of one Board member (vs. two) was sufficient.
5. Closed Session of the Board Meeting: We created a "closed session" option at Board meetings, in which members and guests would be excused. This may be useful if there are discussions regarding staffing or nominations, or any other confidential actions.
6. Virtual Meetings: Recognizing the role of Zoom in meetings, we allow any meeting to be held in person or online.

If the board approves the changes, we will then put the revised Bylaws for approval at our Annual Membership Meeting on December 17. In addition, the ad hoc committee felt we should also begin reviewing our current Board Policies, taking a few at a time.

REQUESTED ACTION: By motion, approve the revisions to our Bylaws.

Attachments: "Redlined" version of the Bylaws

BYLAWS OF
AMERICAN CANYON ARTS FOUNDATION

ARTICLE 1: NAME AND ADDRESS

Section 1: Name. The name of this nonprofit public benefit corporation shall be **AMERICAN CANYON ARTS FOUNDATION**, or ACAF.

Section 2: Principal Office. The address of the principal office of ACAF shall be 101 West American Canyon Road, Suite 508-163, American Canyon, CA 94503, or at such other place as the Board of Directors (Board) hereafter may designate.

ARTICLE 2: GOVERNING LAW

Section 1: State Law. ACAF is governed generally by the laws of the State of California and specifically, specifically by the relevant sections of the California Corporations Code (CCC), as amended.

Section 2: Bylaws. ACAF shall further be governed by these Bylaws to the extent they are not in conflict with the law or the Articles of Incorporation. Any and all pre-existing bylaws are hereby terminated, replaced and superseded by these Bylaws on adoption by the Membership.

ARTICLE 3: PURPOSE AND LIMITATIONS

Section 1: General Mission. The mission of ACAF shall be to maintain, enhance and support the role of the arts in American Canyon and the surrounding areater Bay Area; to familiarize the public with the recreational and, cultural and economic significance of the arts; to encourage and promote local artists; and to provide financial and other assistance to the arts in our public schools.

Section 2: Other Purposes. ACAF may engage in such further and other purposes as may be permitted by law or the Articles of Incorporation, provided however, that such purposes are authorized and approved by the Board, are in furtherance of ACAF's charitable purposes, and are of the type permitted under Section 501 (c) 3 of the Internal Revenue Code.

Section 3: Limitations and Restrictions. ACAF is a nonprofit public benefit corporation and is not organized for the private gain of any person. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of ACAF shall ever inure to the benefit of any director, officer, or private person.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE 4:- MEMBERS

Section 1: -General. -Any member of the general public that supports the mission and goals of ACAF may become a mMember by paying an annual membership fee. and participating in ACAF's activities and programs. Members aMembers are entitled to all the rights and privileges of membership.

Section 2:- Membership Classes. -The Board may establish classes of membership, such as artists, families, students and supportersindividual, family and students, and set the annual membership fee for each class accordingly.

ARTICLE 5: -DIRECTORS

Section 1: -Number and Composition. -The maximum number of Directors shall be fifteen (15). Directors must be members of ACAF.

Section 2:- Powers. -Subject to the provisions of the CCC, the Articles of Incorporation, and these Bylaws, the activities and affairs of ACAF shall be conducted, and all powers shall be exercised, by or under the direction of the Board.

Section 3:- Duties.- It shall be the duty of the Board to:

a) Perform any and all duties imposed on them collectively or individually by law, the Articles of Incorporation, or these Bylaws.
b) Appoint and remove, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation of the ACAF Executive Director. -Supervise the Executive Director to enassure that the Director's duties are performed properly.
c) Meet at such times and places as required by these Bylaws or the needs of ACAF. Register their addresses, phone numbers and email or other electronic notice with ACAF, to ensure that any notice of meetings mailed or sent to them at such addresses, physical or electronic, shall be valid notices.
d) Set the direction, ensure the human and financial resources, and provide oversight of all activities of ACAF.
e) Direct ACAF's business and other affairs, and oversee the expenditures of funds raised by ACAF in accordance with the purposes for which they were earned, contributed or collected. The Board shall also have general control and management of the property, funds, investments and business policies of ACAF and may buy, sell, lease or mortgage real property in furtherance of its mission and purposes.

Section 4: -Election of Board Members and filling of vacancies. -Generally, at the October meeting, the current President of the Board will appoint a Nominating Committee whose purpose is to seek and recommend to the Board ACAF members who, by qualification and desire, wish to place their names in consideration for seats on the Board. The Board will submit their list of names for the full membership to consider at their Annual Meeting. Directors will be elected by a simple majority of ACAF Mmembers voting at that Annual Meeting. The term of office will begin in January. Any qualified Mmember may fill the unexpired term of a Directordirector by a majority vote of the remaining Board.

Section 5: Term of Office. The Directors shall serve staggered terms of three years, arranged so that approximately one-third of the terms shall expire in any fiscal year of ACAF. The Board will ~~utilize a random method of~~ determineing the staggered terms of the ~~initial~~ Directors under these Bylaws. Directors are limited to two terms of office. After at least a one-year break in service, a member may be elected or appointed to serve on the Board.

Section 6: Removal or Resignation. Any Director may resign effective upon giving written notice to the President, Secretary or the full Board, unless the notice specifies a later time for the effectiveness of such resignation.

The Board, by majority vote, may remove any Director when any of the following conditions occur:

1. Upon the death of the Director;
2. When the Director no longer meets the qualifications to serve as a Director.
3. When the Director has too many unexcused absences from Board meetings, as set forth in Article 9;
4. When the Director has been declared of unsound mind by a final order of court; or
5. When a Director has been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the CCC.

A Director may be removed with or without cause by a majority vote of the ~~M~~membership at a regular or special meeting of the ~~M~~membership.

A Director may also be removed for cause by a two-thirds majority vote of all Board members, provided the Director proposed to be removed shall be given at least one week's notice of the Board meeting called to consider the action, and be given the opportunity to address the Board before action is taken.

Section 7: Compensation. Directors shall not receive any compensation for their services as Directors. Nothing in this Section shall be construed to preclude any Director from serving ACAF in another capacity and receiving just compensation for such service, as specifically approved by the Board of Directors in accordance with Section 5233 (d) of the CCC.

Section 8: Conflicts of Interest. No part of the earnings of ACAF shall inure to the benefit of, or be distributable to its Directors, members, officers, or other private persons, except that ACAF shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Actual expenses incurred or anticipated to be incurred by any Director or member while conducting the affairs of ACAF may be paid or prepaid by ACAF, provided that such expenses are authorized by the Board. Any Director who has a conflict of interest shall not participate in any discussion and shall abstain from voting on any matter in which they~~he/she has~~ have a conflict of interest.

Section 9: Non-Liability of Directors. Provided the Directors conduct themselves consistent with the standard of care set forth in Section 5231 of the CCC, the Directors shall not be personally liable for the debts, liabilities or other obligations of ACAF.

ARTICLE 6: -OFFICERS

Section 1: -General. -The following officers shall be appointed by the Board to serve ~~one year~~one-year terms: President, Vice President; Secretary; and Treasurer. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President, and no officer shall execute, acknowledge or verify any instrument in more than one capacity.

Only Directors may serve as Officers, and any Officer may be removed, with or without cause and for any or no reason, by a majority vote of the Board, at a regular or special meeting of the Board.

In the event of the resignation or removal of an Officer, the Board may appoint a new Director to fill the unexpired portion of that Officer's term of office.

Section 2:- Duties of the President. -The President shall, subject to the control of the Board of Directors:

1. Provide leadership for the Board and preside at all meetings of the Board;
2. Supervise the activities of the officers, including the Executive Director, and in the absence of an Executive Director, ensure the actions of the Board are properly implemented.
3. Perform all duties incident to their ~~his or her~~ office and such other duties as may be required by law, the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board;
4. Unless otherwise expressly provided by law or these Bylaws, they~~he or she~~ shall, in the name of ACAF, execute documents which may from time to time be authorized by the Board; and
5. Shall serve as an ex-officio (non-voting) member of all standing committees.

Section 3: -Duties of the Vice-President. -In the absence of the President, or in the event of their ~~his/her~~ inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President may have other power and perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

Section 4: -Duties of the Secretary.- The Secretary shall perform or oversee others perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or by action of the Board.

The Secretary shall be the custodian of records, and shall certify and keep at the principal offices of ACAF, the follow documents or records:

1. The original or copy of the Articles of Incorporation and these Bylaws as amended;
2. A record of minutes of all meetings of the Board and, if applicable, the meetings of committees, recording therein the time and place of the meeting, whether it was regular or special, the names of those present or represented at the meeting, and the proceedings thereof;
3. A record of all Resolutions adopted by the Board; and

4. A record of board members containing the name and address of each member, and any other pertinent information necessary for noticing purposes.

The Secretary shall see that all notices are given in accordance with these Bylaws or as required by law.

Section 5: Duties of the Treasurer. The Treasurer serves as the custodian of all funds of ACAF and shall:

1. Be responsible for all monies, securities, investments and properties of ACAF;
2. Receive, and give receipt for, monies due and payable to ACAF from any source whatsoever;
3. Have responsibility for all disbursements of ACAF, and to make those disbursements by check or electronic transfer, with the exception of minor expenses;
4. ~~I~~Ensure that complete financial accounts are maintained to include receipts, expenditures, current expenses and budgetary information;
5. Keep custody of the records, books, statements and papers pertaining to the financial affairs of ACAF; and
6. Make reports to ACAF at regular or special meetings of the Membership or the Board.

ARTICLE 7: COMMITTEES

Section 1: Executive Committee. The Executive Committee consists of the President, Vice-President, Secretary, Treasurer and Immediate Past President. In the event the Immediate Past President is no longer a Board member or concurrently is serving on the Executive Committee in some other capacity, one at-large Board member may be appointed to the Executive Committee.

The Executive Committee is responsible for handling most of the administrative duties for the organization, ~~to include~~including setting the Board agenda, recommending an annual budget to the full Board; and recommending changes to Board policies.

Section 2: Standing Committees. The Board, by resolution, may establish any number of Standing Committees to assist the Board in fulfilling the mission and purpose of ACAF. Any Standing Committee will select its own Chairperson, and any other officer(s) the Committee may need, and it will keep a record of its meetings and actions taken. By majority vote, the Board will appoint at least ~~two~~one Director~~s~~ to each Standing Committee, who ~~and committee members~~ shall serve at the pleasure of the Board. The Committee Chair may also appoint m~~M~~embers to serve on the Committee, as needed.

Section 3: Ad hoc Committees. The Board may also establish one or more temporary Ad hoc Committees, to investigate and recommend to the Board a policy or action to be taken, or to address a specific, one-time issue. After the purpose of the committee has been accomplished, the committee ~~would~~will be disbanded. Directors or ~~M~~members may serve on an Ad hoc Committee, and a report of the Committee's findings and recommendations will be presented to the Board.

ARTICLE 8: ~~-~~APPOINTED STAFF

Section 1: ~~-~~Executive Director. ~~-~~The Executive Director shall be the chief executive officer of ACAF. Subject to the direction and control of the Board, the Executive Director shall supervise and control the affairs of ACAF.

1. They ~~He or she~~ shall perform all duties incident to their~~his or her~~ office and such other duties as may be required by law or these Bylaws, or as may be prescribed from time to time by the Board.
2. The Executive Officer shall execute all contracts, checks or other instruments, pursuant to Board direction, except as otherwise provided by law.
3. The Executive Director may hire, supervise and fire any other subordinate staff, provided the positions and salary ranges have been approved by resolution of the Board.

The Executive Director serves at the pleasure of the Board, and compensation for the Executive Director shall be fixed from time to time by resolution of the Board.

ARTICLE 9: ~~-~~MEETINGS

Section 1: ~~-~~Membership

1. Regular or Special Meetings. ~~-~~A Regular Meeting of the m~~M~~embership shall be held annually in December or January of each year, at a location to be determined by the Board. A Special Meeting may be called by a majority vote of the Board, or by a signed petition of five percent (5%) of the ~~M~~membership.
2. Notice. Notice of the Regular Meeting will be sent at least ten (10) days prior to the date of the meeting, to every ~~M~~member as of November 15th of each year. The notice will include the date and time of the meeting, the location and the topics to be considered. Generally, the purpose of the Annual Meeting is to elect new Directors and to receive the Annual Report. The same noticing requirement shall apply for Special Meetings.
3. Quorum.~~-~~ A quorum of at least one-third of the ~~M~~membership is required to conduct business at a Regular or Special Meeting. In the event less than a one-third quorum is convened, then a lesser percentage may be allowed but in no event less than ten percent. At a Regular Meeting, when a one-third quorum is present, topics may be raised and considered by the m~~M~~embership. If less than a one-third quorum is present, then only the items listed may be considered. At a Special Meeting, only the items listed in the Notice may be considered.
4. Voting. A simple majority vote of the ~~M~~members present shall be sufficient to take any action at a Regular or Special Meeting.

Section 2: Board of Directors.

1. Regular and Special Meetings. ~~-~~Regular meetings of the Board shall be on an agreed upon day of each month ~~will be on the second Tuesday of every month~~ at the principal office, unless otherwise changed by resolution of the Board. Special Meetings may be called by the President.

2. Notice.~~-~~ A ~~24 hour~~24-hour notice is sufficient for any regular meeting, provided it is held at the regular date and time and location. The notice should include the items to be discussed. A 48 hour notice is required for any Special Meeting, provided it is delivered by phone, electronic transmission or in person, and such notice shall include the date, time and location of the meeting, and the topics to be discussed. Only those items listed may be discussed at a special meeting.
3. Quorum/Voting.~~-~~ A majority of the Directors shall constitute a quorum. A simple majority vote of the Directors present is required to take action.
4. Minutes.~~-~~ A record of any regular or special meeting will be kept by the Secretary.
5. Attendance. ~~-~~All Directors shall be required to attend regular and special meetings of the Board. Three or more unexcused absences from regular or special meetings over a ~~twelve month~~twelve-month period shall be deemed a tacit resignation from the Board, and the Director's position shall be considered vacant.

~~5.~~6. Closed Sessions. The President of the Board may call for a Closed Session of the Board, and/or a portion of the regular Board meeting, at their discretion. Any Board member may request a Closed Session, by notifying the President at least seven days prior to the meeting.

Section 3: ~~-~~Committees. ~~-~~The date, time and location of any committee meeting~~s~~ will be determined by the Chair of ~~each~~ that committee. A majority of the committee members shall constitute a quorum, and a simple majority vote of the members present is needed to take any action.

Section 4: Meetings Generally. All meetings may be held in person or online, or some combination of the two.

ARTICLE 10: ~~-~~ORGANIZATIONAL RECORDS AND REPORTS

Section 1:~~-~~ Required Records to be kept.~~-~~ ACAF shall retain, at a minimum, the following records:

1. Minutes of the proceedings of any meeting of the ~~M~~membership, Board or Committee of the Board, and any related records, including Resolutions adopted by the Board of Directors.
2. Names and addresses of all Directors and Members, including electronic addresses and any other relevant membership information.
3. Adequate and correct books and records of account, and any required State or Federal filings.
4. Any contracts or insurance policies relating to the affairs of ACAF.

Section 2: ~~-~~Retention of Records.~~-~~ The Board shall establish a Record Retention Schedule, consistent with State law, and the Secretary is responsible for maintaining that schedule.

Section 3: ~~-~~Annual Report.~~-~~ Each year, within 120 days of the close of the fiscal year, the Board will produce an Annual Report for all the members. The report may be mailed, or personally or electronically delivered. The report will be consistent with State law and include at least the following information:

1. The assets and liabilities of the organization, as well as any restricted and non-restricted equity amounts.
2. The revenues and expenditures of ACAF for the last twelve months.
3. Any other pertinent information, such as membership information, or a summary of programs and activities for the year.

Section 5: Right to Inspect Records. Subject to sections 6330 and following of the California Corporations Code, any Member has the right to inspect the records of ACAF.

ARTICLE 11: AMENDMENTS

The Board may propose amendments to these Bylaws from time to time by Resolution. Once approved by the Board, they will be submitted to the Membership for adoption at a regular or special meeting. Once adopted, they shall be filed with the California Secretary of State.

ARTICLE 12: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of ACAF shall end on December 31.

Section 2: Policy Manual. The Board shall prepare, adopt and maintain a set of policies relating to the planning, operations and management of ACAF; clarifying the duties, roles, responsibilities and conduct of ~~M~~members, Directors, Officers and Committees; establishing the general guidelines for ACAF programs and activities; and any other subject matter as required or allowed by law.

Section 3: Mergers. In the event of merging ACAF with any other corporation, sections 6110 and following of the CCC shall apply.

Section 4: Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of ACAF shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under IRC Section 501 (c) (3).

Approved and Adopted by a majority vote of the Membership at the annual meeting held on _____ ~~Sunday, January27, 2019.~~

Board of Directors Agenda Report

Agenda Item: Other Business #3 – Approve budget for State Arts Grant

Meeting Date: October 26, 2026

Submitted by: Mark Joseph, Secretary/Treasurer

As the Board knows, we were very fortunate to receive a $12,000 grant from the California Arts Council for General Operating Support. Although we are waiting for the actual check to arrive, we can start allocating and spending the grant, as of October 1. The purpose of this report is for the Board to approve the general expenditure budget for the grant.

Two points to make. First, this is really the beginning of developing a total budget for the upcoming year. This is something we should do annually, so we can track what we expect to raise/spend, vs. what we actually raise/spend. Second, although the grant is for "General Operating Support," it is not that open ended. We cannot spend the funds on food or drink, or capital projects, or even on machinery purchases. It can be used for staffing, insurance, marketing and event planning, and supplies.

With that in mind, we propose spending the $12,000 grant as follows:

- $3000 for next year's estimated insurance premium;
- $3000 for staffing (Yezuri);
- $3000 for supplies; and
- $3000 for marketing and promotions

Some of the supplies could include T-Shirts, business cards, hats, etc. that promote ACAF; we could also use it for office supplies and printing of brochures and banners. Marketing could include a variety of ways of promoting our events and programs.

Although we cannot use it for capital or equipment purchases, we may be able to accomplish the same thing, by using the money we otherwise would have used for our insurance premium for equipment, such as a new tent with our logo, or a computer w/printer.

REQUESTED ACTION: By motion, approve the allocation of the State Arts Grant, and include it as part of our 2027 budget.

Attachments: None